

504.825 Quorum and voting.

1. Except as otherwise provided in [this chapter](#), or the articles or bylaws of a corporation, a quorum of a board of directors consists of a majority of the directors in office immediately before a meeting begins.

2. The articles or bylaws shall not authorize a quorum of fewer than one-third of the number of directors in office.

3. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the board unless a greater vote is required by [this chapter](#), the articles of incorporation, or bylaws.

4. A director who is present at a meeting of the board of directors when corporate action is taken is considered to have assented to the action taken unless any of the following applies:

a. The director objects at the beginning of the meeting, or promptly upon arrival, to holding the meeting or transacting business at the meeting.

b. The director dissents or abstains from the action and any of the following applies:

(1) The dissent or abstention is entered in the minutes of the meeting.

(2) The director delivers notice in the form of a record of the director's dissent or abstention to the presiding officer of the meeting before the meeting's adjournment or to the corporation promptly after adjournment of the meeting.

5. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

[2004 Acts, ch 1049, §88, 192; 2005 Acts, ch 19, §93; 2015 Acts, ch 45, §8](#)

Referred to in [§504.826](#), [§504.854](#)